

EXHIBIT C

Toll Brothers

America's Luxury Home Builder™

Jonathan G. Offenkranz, Esquire

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December 22, 2006

Via Fax and UPS Overnight

Briarwood Farms, Inc.
5 Eastview Road
Monsey, New York 10952
Attn: Yosef Herskowitz
Fax: 845-364-0707

Isaac S. Scheiner, Esq.
441 Route 306
Monsey, NY 10952
Fax: 845-364-0707

Re: Agreement dated November 7, 2005 (as amended, the "Agreement"), between
Briarwood Farms, Inc. ("Seller") and Toll Bros., Inc. ("Buyer")

Gentlemen:

Thank you for taking the time to meet with your engineers and us on December 12, 2006 in order to discuss the various conditions of approval to the Briarwood Farms/Halley Estates subdivision. Following the meeting, we have again reviewed these conditions internally and conclude that the outstanding conditions listed below are still unacceptable and will not be waived. The following conditions each have a material adverse effect on the proposed development:

1. Note #5, Preliminary Erosion Control Plan, Drawing No. 9, dated 8/2/06 - *No more than 10 lots will be under construction at any one time.*
2. Note #35, Cover Sheet Preliminary Subdivision Plan, Drawing No. 1, dated 8/2/06 - *The potential damage to Klinger Court shall be documented by the Applicant by photograph and joint site inspection prior to commencing construction on site. If Klinger Court pavement is damaged during construction of Halley Estates II, in the opinion of the Village Engineer, the Developer shall install a 1-1/2" wearing course, curb to curb, for the entire length of Klinger Court.*
3. Resolution of Preliminary Approval, Condition #7 - *Lots that are subject to steep slope requirements will be subject to Planning Board site plan review.*
4. December 30, 2005 letter from PJ Corless, P.E., page 2 of 6 items 10 and 11 - *requirement of street lighting and 4' sidewalks. We understand this condition may have been waived. To the extent not waived, we object to this condition.*

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TB 0012

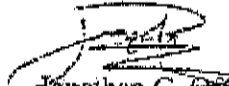
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5. December 30, 2005 letter form PJ Corless, P.E., page 5 of 6, Sheet 8, #1 - *Is there any protection provided for the Herring Homestead?* Note: We were under the assumption that this homestead would be filled.
6. December 31, 2005 memo, page 1, Sheet 13, #1 - *Maximum grade of 4% must be carried in the cul-de-sac*
7. Note #41, Cover Sheet Preliminary Subdivision Plan, Drawing No.1, dated 8/2/06 - *The existing drainage swale along the rear property line of lots 26 and 27 will be intercepted by new drainage install.*
8. We also understand that there may be an additional site landscaping requirement as part of the approval conditions. We will not agree to site landscaping and will not agree to marking of trees for saving which are located within proposed building envelopes and/or areas of disturbance.

Consequently, each of the foregoing conditions is hereby disapproved by Buyer pursuant to Sections 16(b), 16(c), and 16(d) of the Agreement. Pursuant to Section 15(f) Seller must diligently cause these items to be removed from the approval. In the next thirty (30) days, kindly provide a response on whether you contend these items can be removed and provide evidence of the efforts you have made. Alternatively, Buyer reserves its right to exercise the termination right pursuant to Section 16(c) of the Agreement.

Thank you for your continued cooperation.

Very truly yours,


Jonathan G. Offenkrantz

cc: David M. Zigler (via fax - 845-634-5543)
Robert Parahus
Elizabeth Stein
Dan Zalinsky
Thomas Hausle